

**Invitation to Submit Bids (Offers)**  
**with Respect to the Acquisition of the Additionally Issued Shares**  
**Placed by JSC Interregional Distribution Grid Companies Holding**  
**(hereinafter, the ‘Invitation’)**

This is an invitation for the general public to submit bids (offers) with respect to the acquisition of the additionally issued ordinary shares in JSC Interregional Distribution Grid Companies Holding (hereinafter also, “JSC IDGC Holding” or the “Company” or the “Issuer”), having its registered address at: Russia, 117630, Moscow, ul. Akademika Chelomeya, 5A, placed through a public offering.

State Registration Number of the additional issue of the ordinary shares covered by this Invitation: 1-01-55385-E-001D of May 6, 2010.

This Invitation is published by the Issuer in accordance with the requirements set forth in paragraph 8.3 of the Decision on the Additional Securities Issue registered by the Financial Markets Service of the Russian Federation on May 6, 2010.

**Deadline for submitting offers to acquire placed securities:** The Offers may be submitted to the Issuer within 20 days after the latest of the following acts done by the Issuer:

- the publication of the Invitation to Offer in the *Izvestia* newspaper,
- the publication of the Invitation to Offer through the Interfax newswire,
- the posting of the Invitation to Offer on the Issuer’s website at [www.holding-mrsk.ru](http://www.holding-mrsk.ru) (hereinafter referred to as the “Offer Collection Deadline”).

**Offering price:** The offering price of the shares is four (4) rubles and fourteen (14) kopecks for one additional uncertificated registered ordinary share.

**Procedure and terms for submitting offers:**

Any potential acquirer of placed securities (hereinafter also, the “Acquirer”) may deliver the Offer from 10:00 a.m. to 5:00 p.m. (Moscow time) daily except Saturdays, Sundays, and public holidays to ZAO STATUS at: Russia, 109544, Moscow, ul. Novorogozhskaya, 32, str. 1.

The Offer shall be submitted by the Acquirer in person or via the Acquirer’s authorized representative having a duly issued power of attorney or any other document certifying the representative’s authority.

Each Offer shall contain the following information:

- title: Offer to Acquire JSC IDGC Holding Shares;
- full corporate name/full name of the Acquirer;
- Taxpayer Identification Number (INN) of the Acquirer (if any);
- place of residence (registered address) of the Acquirer;
- in the case of an individual, identity document data (date and place of birth; series, number, and date of issue; issuing authority);
- in the case of a corporate entity, incorporation particulars (including, in the case of a Russian corporate entity, information about state registration/registration on the Uniform State Register of Juridical Persons (date, registration authority, registration certificate number));
- consent of the person submitting the Offer to the acquisition of placed shares in the quantity specified in the Offer at the offering price set forth above;
- quantity of acquired securities that may be expressed in one of the following ways:
  - as the exact number of shares that the Acquirer undertakes to acquire;
  - as the minimum number of shares that the Acquirer undertakes to acquire. Where the minimum number of shares is specified, this means that the Acquirer submitting the Offer has offered to acquire any number of placed shares in the quantity that is not less than the specified minimum number of shares;
  - as the maximum number of shares that the Acquirer undertakes to acquire. Where the

maximum number of shares is specified, this means that the Acquirer submitting the Offer has offered to acquire any number of placed shares in the quantity that is not more than the specified maximum number of shares;

- as the minimum and maximum number of shares that the Acquirer undertakes to acquire. Where the minimum and maximum number of shares is specified, this means that the Acquirer submitting the Offer has offered to acquire any number of placed shares in the quantity that is not less than the specified minimum number of shares and not more than the specified maximum number of shares;

- number of the Acquirer's personal account on the Issuer's register of holders of registered securities on the Issuer's register of holders of registered securities, which personal account shall be used for depositing the acquired shares. If any shares shall be deposited in a nominee holder's account on the Issuer's register of holders of registered securities, then the following information shall be specified about such nominee holder: full corporate name, state registration particulars (Principal State Registration Number (OGRN), state registration authority, date of state registration and registration of the custodian on the Uniform State Register of Juridical Persons), number of the nominee holder's personal account on the Issuer's register of holders of registered securities, number of the Acquirer's custody account, number and date of the custodial agreement between the nominee holder and the Acquirer (as related to placed securities). If the Acquirer's custody account (as related to placed securities) is operated by any nominee holder that is a depositor (hereinafter, the "Second-Tier Custodian") of any other nominee holder (hereinafter, the "First-Tier Custodian"), then the Offer shall specify:

full corporate name of each of such Custodians;

state registration particulars (Principal State Registration Number (OGRN), state registration authority, date of state registration and registration of the custodian on the Uniform State Register of Juridical Persons) of the First-Tier Custodian;

number of the First-Tier Custodian's personal account on the Issuer's register of holders of registered securities;

number of the Acquirer's custody account;

number and date of the custodial agreement between the Second-Tier Custodian and the Acquirer (as related to placed securities);

number and date of the intercustodial agreement between the Custodians.

This information shall be specified about all nominee holders, beginning with the nominee holder with which the Acquirer has a custody account (as related to placed securities) and ending with the nominee holder having a personal account on the Issuer's register of holders of registered securities.

- banking details of the Acquirer that may be used for refund purposes;

- contact information (postal address; fax number, including area code, and/or email address) used by the Issuer to send its reply that the Offer is accepted (acceptance).

**The Offer shall be accompanied:**

- in the case of a corporate entity, by a notarized copy of constitutive documents and documents certifying the authority of the person empowered to act on behalf of the corporate entity without a power of attorney;

- if the person submitting the Offer is required by law to acquire the quantity of shares specified in the Offer with the prior consent of the antimonopoly authority, by a copy of the antimonopoly authority's consent thereto;

- if the person submitting the Offer is required by law to acquire the quantity of shares specified in the Offer with the prior consent of the Acquirer's authorized management body (Board of Directors or General Meeting of Shareholders), by a copy of the resolution to approve the transaction related to the acquisition of placed securities.

The Offer shall be signed by the Acquirer (or by the Acquirer's authorized person, provided that the Offer is accompanied by the original or a notarized copy of the duly issued power of attorney or any other document confirming the representative's authority) and shall, in the case of a corporate entity, bear the corporate seal (if any).

The Issuer refuses to accept the Offer if the Offer is in conflict with the requirements of the laws of the Russian Federation and/or the Decision on the Additional Securities Issue.

The submitted Offers are subject to registration by the Issuer on a special register of received offers (hereinafter, the "Offer Register") on the day of their receipt.

On the basis of the Offer Register, the Issuer shall send its reply that the Offer is accepted (acceptance) to the Acquirers selected by the Issuer at its sole discretion from among the Acquirers submitting the Offers that are in accordance with the requirements set forth in paragraph 8.3 of the Decision on the Additional Securities Issue.

Such reply shall state the quantity of shares distributed to the Acquirer submitting the Offer. The reply that the Offer is accepted (acceptance) shall be delivered to the Acquirer in person or the Acquirer's authorized representative, or sent to the address and/or fax number specified in the Offer not later than four (4) days following the day when the Issuer decides to accept the Offer (hereinafter also, the "Acceptance Sending Deadline").

The decision to accept the Offer (on acceptance) may be made by the Issuer not later than five (5) days after the Offer Collection Deadline ("Acceptance Deadline"). The Issuer may decide to accept the Offer only in relation to the quantity of additional shares that, at the time of the decision to accept such Offer, have not been placed and are not subject to placement to any other Acquirer.

The Share Acquisition Agreement shall be deemed to be entered into upon receipt by the Acquirer (or the Acquirer's authorized representative delivering the Offer) submitting the Offer of the Issuer's reply that the Offer is accepted (acceptance).

The reply that the Offer is accepted (acceptance) shall be sent to the persons selected by the Issuer at its sole discretion from among the persons submitting such Offers.

**The Acquirer receiving the Issuer's reply that the Offer is accepted (acceptance) shall pay in full for acquired shares within twenty (20) days after the Acceptance Sending Deadline (hereinafter also, the "Securities Payment Deadline").**

The obligation to pay for placed shares shall be deemed to have been fulfilled upon receipt by the Issuer of the amount due in its bank account specified in paragraph 8.6 of the Decision on the Additional Securities Issue.

If the fulfillment of the obligation to pay for placed shares is delayed or if such obligation is fulfilled in part, the Issuer shall have the right to refuse to fulfill its reciprocal obligation to transfer shares to Acquirer.

If the Acquirer fulfills the obligation to pay for acquired shares in part, the Issuer shall have the right to fulfill its reciprocal obligation to transfer shares to Acquirer in proportion to the quantity paid for by the Acquirer.

If the Acquirer fulfills the obligation to pay for acquired shares in part or if the Issuer refuses to fulfill its reciprocal obligation to transfer shares in full in the event that the Acquirer fails to pay for shares within the period specified above, then the money received as the partial fulfillment of the obligation to pay for shares or, as applicable, all the money paid by the potential Acquirer for shares shall be refunded to the Acquirer by bank transfer not later than thirty (30) business days from the Placement End Date into the bank account specified in the Offer.

The Issuer shall be entitled not to notify the Acquirer of the Issuer's refusal to fulfill its reciprocal obligation to transfer shares (all of such shares or, as applicable, the shares failing to be paid for by the Acquirer), but the Issuer may elect to notify the Acquirer thereof in person or via the Acquirer's authorized representative or by sending a communication to the postal address and/or fax number and/or email address specified in the Offer.

The Issuer's obligation to transfer placed securities to the Acquirer shall be deemed to have

been fulfilled as of the time when the relevant quantity of placed securities is credited to such personal account of the Acquirer or the nominee holder (First-Tier Custodian) as specified in the Acquirer's Offer.

Any agreements entered into for the purposes of the placement of shares may be amended and/or terminated for the reasons and in accordance with the procedure provided for in Chapter 29 of the Civil Code of the Russian Federation.

**Procedure for payment for the securities:**

Payment for additional shares shall be made in cash in Russian rubles by bank transfer into the Issuer's settlement account.

The Acquirer receiving the Issuer's reply that the Offer is accepted (acceptance) shall pay in full for acquired shares within twenty (20) days after the Acceptance Sending Deadline.

Bank account details used for bank transfers:

Beneficiary: JSC IDGC Holding

INN/KPP 7728662669/772801001

Beneficiary's bank: Moscow Head Office of Sberbank OAO

Registered address: Russia, 109544, Moscow, ul. B. Andronyevskaya, 6

Settlement Account No. 40702810838000026758

Correspondent Account No. 30101810400000000225

BIC 044525225

**Additional information.**

Comprehensive legal information concerning the placement terms and conditions for the securities covered by this Invitation is contained in the Decision on the Additional Securities Issue and the Securities Prospectus disclosed in accordance with the prescribed procedure (including on the Issuer's website at [www.holding-mrsk.ru](http://www.holding-mrsk.ru)).

Please note that any person registered on the Company's shareholder register is required by paragraph 5 of Article 44 of Federal Law No. 208-FZ "On Joint-Stock Companies" to notify the Company's Registrar of any change of such person's particulars (full name, identity document data, year and day of birth; place of residence (registered residence); securities holder's specimen signature; other particulars specified in paragraph 3.4.1 of the Regulations for Keeping the Register of Holders of Registered Securities (approved by Resolution of the Federal Commission for the Securities Market of the Russian Federation No. 27 of October 2, 1997)).

If any shareholder's details have been changed but the Registrar does not have the relevant registered person questionnaire or corporate entity documents, then such shareholder should furnish ZAO STATUS with information concerning the change of such shareholder's details and/or the missing documents in accordance with the procedure provided for in the applicable regulations.

Failure by registered persons to furnish information concerning the change of their details and/or the necessary documents may render it impossible to make credit entries in acquirers' accounts, and JSC IDGC Holding and the Company's Registrar (ZAO STATUS) shall not be held liable for any losses caused in connection therewith.

For more detailed information about JSC IDGC Holding's securities placed in accordance with this Invitation, please contact:

- JSC IDGC Holding at +7 (495) 710-45-56 or +7 (495) 710-42-90; or

- ZAO STATUS at +7 (495) 974-87-40.

For more detailed information about opening personal accounts, changing any details of personal accounts, and conducting any other transactions in relation to the register of JSC IDGC Holding, please contact the Company's Registrar (ZAO STATUS) at +7 (495) 974-87-40.

Director General of JSC IDGC Holding

N. N. Shvets